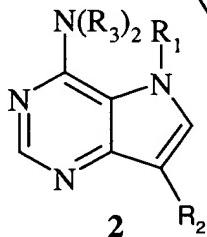


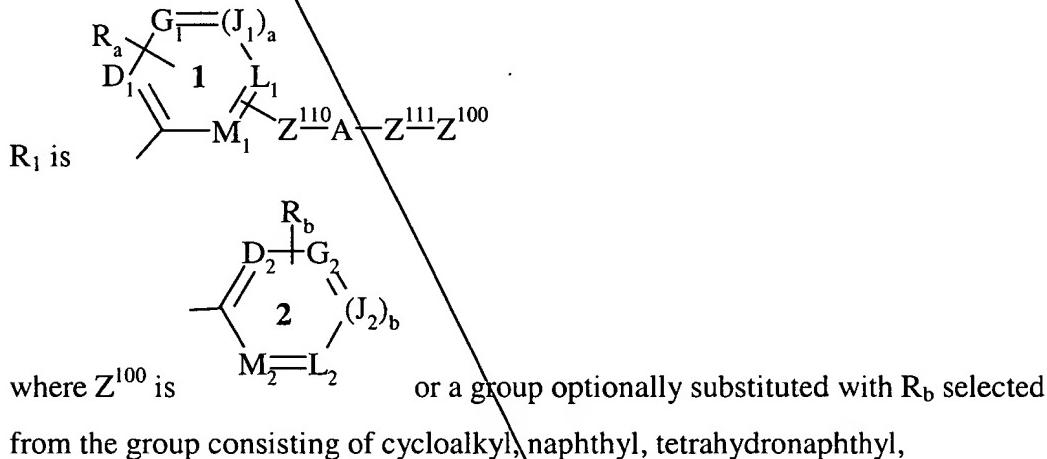
In the Claims:

Please amend claims 1, 33, 35, 36, 38, 40, 45, 46, and 48 as follows:

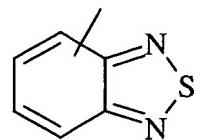
1. (Twice Amended) A compound of Formula (I), the racemic-diastereomeric mixtures, optical isomers or pharmaceutically-acceptable salts or prodrugs thereof,



wherein:



benzothienyl, furanyl, thienyl, benzoxazolyl, benzothiazolyl,



, thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, benzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z¹¹⁰ is a covalent bond, or an optionally substituted (C₁-C₆) which is optionally substituted with one or more substituents selected from the group consisting of

alkyl, CN, OH, halogen, NO₂, COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

Z¹¹¹ is a covalent bond, an optionally substituted (C₁-C₆) or an optionally substituted

-(CH₂)_n-cycloalkyl-(CH₂)_n-; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO₂, COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

R_a and R₁ each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -C(O)OH, -C(O)H, -OH, -C(O)O-alkyl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted arylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio, -Z¹⁰⁵-C(O)N(R)₂, -Z¹⁰⁵-N(R)-C(O)-Z²⁰⁰, -Z¹⁰⁵-N(R)-S(O)₂-Z²⁰⁰, -Z¹⁰⁵-N(R)-C(O)-N(R)-Z²⁰⁰, R_c and CH₂OR_c;

where R_c for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, -CH₂-NR_dR_e, -W-(CH₂)_t-NR_dR_e, -W-(CH₂)_t-Oalkyl, -W-(CH₂)_t-S-alkyl, or -W-(CH₂)_t-OH;

Z¹⁰⁵ for each occurrence is independently a covalent bond or (C₁-C₆);

Z²⁰⁰ for each occurrence is independently a substituted or unsubstituted (C₁-C₆), substituted or unsubstituted phenyl or substituted or unsubstituted -(C₁-C₆)-phenyl;

R_d and R_e for each occurrence are independently H, alkyl, alkanoyl or SO₂-alkyl; or R_d, R_e and the nitrogen atom to which they are attached together

form a five- or six-membered heterocyclic ring; t for each occurrence is independently an integer from 2 to 6; W for each occurrence is independently a direct bond or O, S, S(O), S(O)₂, or NR_f, wherein R_f for each occurrence is independently H or alkyl;

or R₁ is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

R₃ is hydrogen, hydroxy, substituted or unsubstituted alkyl or substituted or unsubstituted alkoxy;

A is -O-; -S-; -S(O)_p-; -N(R)-; -N(C(O)OR)-; -N(C(O)R)-; -N(SO₂R)-; -CH₂O-; -CH₂S-; -CH₂N(R)-; -CH(NR)-; -CH₂N(C(O)R))-; -CH₂N(C(O)OR)-; -CH₂N(SO₂R)-; -CH(NHR)-; -CH(NHC(O)R)-; -CH(NHSO₂R)-; -CH(NHC(O)OR)-; -CH(OC(O)R)-; -CH(OC(O)NHR); -CH=CH-; -C(=NOR)-; -C(O)-; -CH(OR)-; -C(O)N(R)-; -N(R)C(O)-; -N(R)S(O)_p-; -OC(O)N(R)-; -N(R)-C(O)-(CH₂)_n-N(R)-, -N(R)C(O)O-; -N(R)-(CH₂)_{n+1}-C(O)-, -S(O)_pN(R)-; -O-(CR₂)_{n+1}-C(O)-, -O-(CR₂)_{n+1}-O-, -N(C(O)R)S(O)_p-; -N(R)S(O)_pN(R)-; -N(R)-C(O)-(CH₂)_n-O-, -C(O)N(R)C(O)-; -S(O)_pN(R)C(O)-; -OS(O)_pN(R)-; -N(R)S(O)_pO-; -N(R)S(O)_pC(O)-; -SO_pN(C(O)R)-; -N(R)SO_pN(R)-; -C(O)O-; -N(R)P(OR_g)O-; -N(R)P(OR_g)-; -N(R)P(O)(OR_g)O-; -N(R)P(O)(OR_g)-; -N(C(O)R)P(OR_g)O-; -N(C(O)R)P(OR_g)-; -N(C(O)R)P(O)(OR_g)O-, or -N(C(O)R)P(OR_g)-;

where R for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or unsubstituted aryl;

R_g for each occurrence is independently H, substituted or unsubstituted alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2;

or in a phosphorus containing group, the nitrogen atom, the phosphorus atom, R and R_g together form a five- or six-membered heterocyclic ring; or

A is NRSO₂ and R, R_a and the nitrogen atom together form a substituted or unsubstituted five or six-membered heterocyclic ring fused to ring 1;

R₂ is -Z¹⁰¹-Z¹⁰²;

Z¹⁰¹ is a covalent bond, -(C₁-C₆)-, -(C₁-C₆)-O-, -(C₁-C₆)-C(O)-, -(C₁-C₆)-C(O)O-, -(C₁-C₆)-C(O)-NH-, -(C₁-C₆)-C(O)-N((C₁-C₆))- or a substituted or unsubstituted phenyl group;

Z¹⁰² is hydrogen, a substituted or unsubstituted alkyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted, saturated or unsaturated heterocyclic group, or a substituted or unsubstituted, saturated or unsaturated heterobicyclic group;

said substituted heterocyclic or substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, substituted or unsubstituted alkoxy, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido; substituted or unsubstituted amino, oxo, a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more nitrogen atoms, one or more oxygen atoms or a combination thereof;

wherein said nitrogen atoms are independently optionally substituted by a substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl group; or

R₂ is of the formula B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, hydroxy, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alklenecarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted azacycloalkyl, substituted or unsubstituted

~~azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino or substituted or unsubstituted aryl;~~

C1
Sub
D1

a is 1 and D₁, G₁, J₁, L₁ and M₁ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₁, G₁, J₁, L₁ and M₁ are CR_a; or

a is 0, and one of D₁, G₁, L₁ and M₁ is NR_a, one of D₁, G₁, L₁ and M₁ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above;

b is 1 and D₂, G₂, J₂, L₂ and M₂ are each independently selected from the group consisting of CR_a and N, provided that at least two of D₂, G₂, J₂, L₂ and M₂ are CR_a; or

b is 0, and one of D₂, G₂, L₂ and M₂ is NR_a, one of D₂, G₂, L₂ and M₂ is CR_a and the remainder are independently selected from the group consisting of CR_a and N, wherein R_a is as defined above; and

n for each occurrence is independently an integer from 0 to 6.

C2
Sub
D2

33. A method of inhibiting one or more protein kinase activity in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient.

C3
Sub
D3

35. (Amended) A method of affecting hyperproliferative disorders in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient.

36. (Amended) A method of affecting angiogenesis in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient.

- C/A Sub D4*
38. (Amended) A method of treating one or more ulcers in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient.
- C/S Sub D5*
40. (Amended) A method of treating a condition in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof to said patient, wherein said condition is an ocular condition, a cardiovascular condition, a cancer, Crow-Fukase (POEMS) syndrome, a diabetic condition, sickle cell anaemia, chronic inflammation, systemic lupus, glomerulonephritis, synovitis, inflammatory bowel disease, Crohn's disease, glomerulonephritis, rheumatoid arthritis, osteoarthritis, multiple sclerosis, graft rejection, Lyme disease, sepsis, von Hippel Lindau disease, pemphigoid, psoriasis, Paget's disease, polycystic kidney disease, fibrosis, sarcoidosis, cirrhosis, thyroiditis, hyperviscosity syndrome, Osler-Weber-Rendu disease, chronic occlusive pulmonary disease, asthma or edema following burns, trauma, radiation, stroke, hypoxia, ischemia, ovarian hyperstimulation syndrome, preeclampsia, menometrorrhagia, endometriosis, or infection by Herpes simplex, Herpes Zoster, human immunodeficiency virus, parapoxvirus, protozoa or toxoplasmosis.
- C/A Sub D6*
45. (Amended) A method of decreasing fertility in a patient, said method comprising the step of administering to the patient an effective amount of a compound of Claim 1 or a physiologically acceptable salt or prodrug thereof.
- C/A Sub D6*
46. (Amended) The method of Claim 36 wherein the compound or a physiologically acceptable salt or prodrug thereof is administered in an amount effective to promote angiogenesis or vasculogenesis.
- C/A Sub D7*
48. (Amended) The method of Claim 46 wherein the compound of Formula I, or physiologically acceptable salt or prodrug thereof, is administered in combination with a pro-angiogenic growth factor.